FORM/D

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AUG 3 1 1007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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	OMB	APP	RO	VA	L
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OMB Number:

Expires:

3235-0076 April 30, 2008

Estimated average burden hours per response......

SEC USE ONLY							
Prefix		Serial					
	DATE RECEIVE	ED					

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Tenant-in-Common Interests in the Cameron Crossing Shopping Center	
Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	- 471 89111 18811 61118 1888 17181 1811 18
Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
Covington Cameron Acquisition, LLC	7076998
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Inc.	1010000
30 S. Wacker Drive, Suite 2750, Chicago, IL 60606 (312) 669-1200	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Telephone Number (Including Area Coc	de)
Brief Description of Business	
The acquisition, lease and sale of undivided tenant-in-common interests in real estate, specifically a shopping center in	St. Charles,
Illinois.	
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☐ other (please specify): Limited Liab	ility Company
business trust limited partnership, to be formed	
Month Year DDA	10E00PB
Actual or Estimated Date of Incorporation or Organization:  1 2 0 6 🛮 Actual 🗆 Estimated	CESSED
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction) DE	OCESSED 0 7 2007
GENERAL INSTRUCTIONS THO	OMSON
Federal:  What is a first and the property of	ANCIAL

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it

due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. General and/or ☐ Director Beneficial Owner ■ Executive Officer Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Covington Cameron Mezzanine, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2750, Chicago, IL 60606 ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Covington Realty Partners, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 30 S. Wacker Drive, Suite 2750, Chicago, IL 60606 General and/or ☐ Executive Officer □ Director Check Box(es) that Apply: □ Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or ☐ Beneficial Owner ■ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
						•=-				-	Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to nor	-accredited	investors	in this offe	ring?		. 🗆	$\boxtimes$
			A	Answer also	in Appen	dix, Colum	n 2, if filin	g under UI	LOE.			
2. Wha	it is the mir	nimum inve	stment tha	at will be ac	cepted fro	m any indiv	vidual?				. \$495,13	58*
											Yes	No
3. Doe:	s the offeri	ng permit jo	oint owner	ship of a si	ngle unit?.						. 🖾	
com offer and/	mission or ring. If a p or with a st	similar rem erson to be ate or state	uneration listed is and s, list the r	each person for solicitate n associated name of the or dealer, yo	tion of pur I person or broker or	chasers in o agent of a dealer. If m	connection broker or o ore than fi	with sales dealer regis ive (5) pers	of securities stered with sons to be l	es in the the SEC isted are		
Full Na	me (Last n	ame first, if	individua	d)								
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		oad, Ann A				· .					•	
		ed Broker o										
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				lual States).				*******************			🔲 Al	l States
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Sin	ion, Scott											
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(RI)	[NE] [SC]	[NV] [SD]	(NH] [TN]	[XT] [XT]	[TU]	[NY] [VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

<sup>\*</sup> A smaller amount may be accepted by the company in its sole discretion.

	_			В.	INFORMA	TION ABO	OUT OFFER	RING				
											Yes	No
1. Has t	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors i	n this offe	ring?			$\boxtimes$
		•					n 2, if filing					
							_				<b>#405.15</b>	·0.4
2. Wha	t is the mir	ıımum inve	stment tha	t will be ac	cepted from	m any indi	vidual?	•••••			\$493,13	
											Yes	No
3. Does	the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		•••••	•••••				
comr offer and/o	mission or ing. If a poor or with a st	similar ren erson to be ate or state	nuneration listed is ar s, list the n	for solicita associated ame of the	tion of pure I person or broker or e	chasers in a gent of a dealer. If n	be paid or connection broker or d nore than five information	with sales ealer regis /e (5) pers	of securition tered with ons to be li	es in the the SEC sted are		
	me (Last na		findividua	l)								
	cerman, G						<del></del>					
					t, City, Sta		de)					
				en Allen,	VA 2306	<u> </u>						
	f Associate West Secu		or Dealer									
			Has Solid	ited or Inte	ends to Sol	icit Purcha	sers			<del>.</del>		
(Che	eck "All St	ates" or ch	eck individ	ual States)							🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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Full Na	me (Last n	ame first, i	f individua	1)				·				<u> </u>
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	de)					
Name o	f Associate	ed Broker o	or Dealer		<u> </u>							
States in	n Which Pe	erson Liste	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					
(Che	eck "All St	ates" or ch	eck individ	ual States)	•••••						Ц АІ	I States
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]		[FK]
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Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					<u>-</u>
Name o	f Associate	ed Broker o	or Dealer	<u> </u>								
					ends to Sol		sers				🗌 Al	l States
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<sup>\*</sup> A smaller amount may be accepted by the company in its sole discretion.

#### 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Offering Price Sold Type of Security -0--0-Debt ..... -0-Common ☐ Preferred Convertible Securities (including warrants)......<u>\$</u> -0-Partnership Interests...... -0-Other (Specify Undivided fractional interests in real estate)..... \$16,505,283.00 \$14,870,283.00 \$14,870,283.00 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number of Purchases Investors \$14,870,283.00 Accredited Investors -0-Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Sold Type of Offering Security Rule 505 Regulation A ..... Rule 504..... 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees **⊠** \$ \$ -0- $\boxtimes$ Printing and Engraving Costs. \$330,106 $\boxtimes$ Legal Fees $\boxtimes$ Accounting Fees Engineering Fees. -0- $\boxtimes$ Sales Commission (specify finders' fees separately)..... \$1,650,528 $\times$ -0-Other Expenses (identify) ..... $\boxtimes$ \$1,980,634 Total

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND US	E OF	PROCEEDS			
b.	and total expenses furnished in respons	gate offering price given in response to Part C – Qu e to Part C – Question 4.a. This difference is the "a	djuste	ed	\$14,524,649		
5.	each of the purposes shown. If the amo check the box to the left of the estimate	ted proceeds to the issuer used or proposed to be us unt for any purpose is not known, furnish an estima . The total of the payments listed must equal the ad response to Part C – Question 4.b above.	te an	d			
				Payments to Officers, Directors & Affiliates		1	nents o hers
	Salaries and fees		. 🛛	\$1,341,000	$\boxtimes$	\$125,0	00
	Purchase of real estate		. 🛛	\$ 0	$\boxtimes$	\$11,75	5,000
	Purchase, rental or leasing and inst	allation of machinery and equipment	. 🛛	<b>S</b> 0	$\boxtimes$	\$ 0	þ
	Construction or leasing of plant but	ildings and facilities	. 🖾	<b>\$</b> 0	$\boxtimes$	<b>\$</b> 0	}
	offering that may be used in exchai	cluding the value of securities involved in this nge for the assets or securities of another issuer	. 🛛	<b>\$</b> 0	⊠	<b>s</b> 0	ı
	Repayment of indebtedness		. 🛛	<b>\$</b> 0	$\boxtimes$	<u>s</u> 0	1
	Working capital		. 🛛	\$ 0	$\boxtimes$	\$ 0	l
	Other (specify): Escrow and Finance	cing and Closing Costs	. 🛛	\$167,500	⋈	\$1,136	,149
	Column Totals		. 🛛	\$1,508,500	⊠	\$13,01	6,149
	Total Payments Listed (column total	als added)		⊠ <u>\$14</u>	,524,6	49	-
		D. FEDERAL SIGNATURE					
foll	owing signature constitutes an undertaki	signed by the undersigned duly authorized person.  ng by the issuer to furnish to the U.S. Securities and d by the issuer to any non-accredited investor pursu	i Exc	hange Commissio	n, up	on wri	tten
	er (Print or Type)	Signature		Date &/2	9/	07	
	rington Cameron Acquisition, LLC ne of Signer (Print or Type)	Title of Signer (Print or Type)					
	ria H. Lee	Vice President, Covington Realty Partners, LLC Mezzanine, LLC, Manager of Covington Camer			n Car	neron	

# -ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
Is any party described in 17 CFR 230.26 of such rule?	2 presently subject to any of the disqualif		
	See Appendix, Column 5, for state resp	oonse.	
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times		any state in which this notice is filed, a notice on	
3. The undersigned issuer hereby undertak issuer to offerees.	es to furnish to the state administrators,	upon written request, information furnished by the	he
Limited Offering Exemption (ULOE) o		at must be satisfied to be entitled to the Uniform understands that the issuer claiming the availabilistisfied.	ity
The issuer has read this notification and kr undersigned duly authorized person.	lows the contents to be true and has duly	caused this notice to be signed on its behalf by the	he
Issuer (Print or Type)	Signature	Date Q/10/60	
Covington Cameron Acquisition, LLC	1 mg	8/29/07	
Name (Print or Type)	Title (Print or Type)		
Maria H. Lee	Vice President, Covington Realty Parts Mezzanine, LLC, Manager of Covingt	ners, LLC, Manager of Covington Cameron on Cameron Acquisition, LLC	

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	2	2	3			4		,	;
	Intend to non-ac investors (Part B-	s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pur (Part		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Yes	No			
AL			-		Amount	Investors	Amount		
AK									
AZ		⊠	Undivided tenant in common interests in real estate 16,505,283.00	1	\$502,760.00	0	N/A		⊠
AR									
CA		⊠	Undivided tenant in common interests in real estate 16,505,283.00	20	\$10,719,131.35	0	N/A		⊠
со									
СТ		⊠	Undivided tenant in common interests in real estate 16,505,283.00	1	\$380,000.00	0	N/A		⊠
DE									
DC				:					
FL									
GA									
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ID									
IL		⊠	Undivided tenant in common interests in real estate 16,505,283.00	2	\$495,158.00	0	N/A		☒
IN									
IA									
KS									
KY								0	
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МЕ							<del></del>		
MD							<u></u>		
MA									
MI									

## APPENDIX

1		2	3			4		ľ	5
	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item I)		Type of amount pu (Part		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
MN									
MS									
МО									
МТ									
NE									
NV		⊠	Undivided tenant in common interests in real estate 16,505,283.00	1	\$230,672.65	0	N/A		⊠
NH									
ИJ		Ø	Undivided tenant in common interests in real estate 16,505,283.00	1	\$500,000.00	0	N/A		Ø
NM									
NY		⊠	Undivided tenant in common interests in real estate 16,505,283.00	2	\$1,321,265.00	0	N/A		
NC									
ND									
ОН				-	•				
ок									
OR							·		
PA		⊠	Undivided tenant in common interests in real estate 16,505,283.00	1	\$321,296.00	0	N/A		⊠
RI									
sc									
SD	<u> </u>								
TN									
TX									
UT									
VT									

## APPENDIX

1	Intend to sell and to non-accredited of investors in State of		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 ification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
VA		Ø	Undivided tenant in common interests in real estate 16,505,283.00	1	\$400,000.00	0	N/A		×
WA									
wv									
Wi									
WY									
PR									

